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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DPH HOLDINGS CORP., <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER BETWEEN REORGANIZED  
DEBTORS, GENPACT INTERNATIONAL INC., AND GENPACT  
INTERNATIONAL LLC DISALLOWING AND EXPUNGING PROOFS OF  
ADMINISTRATIVE EXPENSE CLAIM NUMBERS 18743 AND 20052

(GENPACT INTERNATIONAL INC. AND GENPACT INTERNATIONAL LLC)

DPH Holdings Corp. and certain of its affiliated reorganized debtors in the above-captioned cases (collectively, the "Reorganized Debtors"), Genpact International Inc., and Genpact International LLC (together with Genpact International Inc., "Genpact") respectfully submit this Joint Stipulation And Agreed Order Between Reorganized Debtors, Genpact International Inc., And Genpact International LLC Disallowing And Expunging Proofs Of Administrative Expense Claim Numbers 18743 And 20052 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8 and 14, 2005, Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, former debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS, on July 13, 2009, Genpact International, Inc. filed proof of administrative expense claim number 18743 against Delphi, which asserts an administrative expense claim in the amount of \$6,600,160.00 ("Claim 18743") stemming from certain services provided by Genpact.

WHEREAS, on October 30, 2009, Genpact International, LLC filed proof of administrative expense claim number 20052 against Delphi, which asserts an administrative expense claim in the amount of \$6,831,514.00 ("Claim 20052," and together with Claim 18743, the "Claims") stemming from certain services provided by Genpact.

WHEREAS, on October 6, 2009, the Debtors substantially consummated the First Amended Joint Plan Of Reorganization Of Delphi Corporation And Certain Affiliates, Debtors And Debtors-In-Possession, As Modified (the "Modified Plan"), which had been approved by

this Court pursuant to an order entered on July 30, 2009 (Docket No. 18707), and emerged from chapter 11 as the Reorganized Debtors. In connection with the consummation of the Modified Plan, Delphi emerged from chapter 11 as DPH Holdings Corp.

WHEREAS, Article 9.6(a) of the Modified Plan provides that "[t]he Reorganized Debtors shall retain responsibility for administering, disputing, objecting to, compromising, or otherwise resolving all Claims against, and Interests in, the Debtors and making distributions (if any) with respect to all Claims and Interests." Modified Plan, art. 9.6.

WHEREAS, on January 22, 2010, the Reorganized Debtors objected to the Claims pursuant to the Reorganized Debtors' Forty-Third Omnibus Objection Pursuant To 11 U.S.C. § 503(b) And Fed. R. Bankr. P. 3007 To (I) Expunge Certain Administrative Expense (A) Severance Claims, (B) Books And Records Claims, (C) Duplicate Claims, (D) Equity Interests, (E) Prepetition Claims, (F) Insufficiently Documented Claims, (G) Pension, Benefit, And OPEB Claims, (H) Workers' Compensation Claims, And (I) Transferred Workers' Compensation Claims, (II) Modify And Allow Certain Administrative Expense Severance Claims, And (III) Allow Certain Administrative Expense Severance Claims (Docket No. 19356) (the "Forty-Third Omnibus Claims Objection").

WHEREAS, on February 16, 2010, Genpact filed the (a) Response Of Genpact International LLC To Debtors' Forty Third Omnibus Claims Objection Claim No. 18743 (Docket No. 19428) (the "18743 Response"), and (b) Response Of Genpact International LLC To Debtors' Forty Third Omnibus Claims Objection Claim No. 20052 (Docket No. 19429) (together with the 18743 Response, the "Responses").

WHEREAS, to resolve the Forty-Third Omnibus Claims Objection with respect to the Claims, the Reorganized Debtors and Genpact entered into this Stipulation, pursuant to

which the Reorganized Debtors and Genpact agreed that the Claims should be disallowed and expunged in their entirety.

NOW, THEREFORE, the Reorganized Debtors and Genpact stipulate and agree as follows:

1. Claim 18743 shall be disallowed and expunged in its entirety.
2. Claim 20052 shall be disallowed and expunged in its entirety.
3. The Responses are hereby deemed withdrawn with prejudice.
4. This Court shall retain original and exclusive jurisdiction to adjudicate any

disputes arising from or in connection with this Stipulation.

So Ordered in White Plains, New York, this 27th day of September, 2010

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND  
APPROVED FOR ENTRY:

/s/ John K. Lyons

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